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November 8, 2004 T.R.A. DOCKET ROOM

Honorable Pat Miller, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

In Re: Petition for Expedited Approval of Merger
Docket No. 04-00399

Dear Chairman Miller

Enclosed please find the original plus fourteen (14) copies of the Petition for Expedited Approval of Merger together with our check in the amount of \$25.00.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:

James L. Murphy III

JLM/sja

Enclosures

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1004169 v1
058100-034 11/6/2004

**Before the
TENNESSEE REGULATORY AUTHORITY**

_____)
Petition of)
)
MCI, Inc.)
)
For Grant of the Authority Necessary for the)
Merger of Intermedia Communications, Inc.)
and MCImetro Access Transmission Services LLC)
and Related Intra-Corporate Transactions)
Undertaken to Streamline MCI, Inc.'s Corporate)
Structure)
_____)

Docket No. _____

PETITION FOR EXPEDITED APPROVAL OF MERGER

MCI, Inc. ("MCI"), by its undersigned counsel, and on behalf of its subsidiaries Intermedia Communications, Inc. ("Intermedia") and MCImetro Access Transmission Services LLC ("MCImetro" and, together with Intermedia, "MCI"), and pursuant to T.C.A. § 65-4-112, and TRA Procedural Rules 1220-1-1.08, hereby requests that the Tennessee Regulatory Authority (the "Authority") grant such authority as may be necessary or required in connection with the corporate merger of Intermedia into MCImetro (the "Merger"), undertaken to streamline MCI's corporate structure, including the transfer of Intermedia's telephone assets and the cancellation of Intermedia's certificate of public convenience and necessity.

I. DESCRIPTION OF THE APPLICANT, MCI, INC.

MCI, Inc. is currently a global telecommunications company organized and existing under the laws of the State of Delaware with its principal place of business located at 22001 Loudoun County Parkway, Ashburn, Virginia, 20147. Through various operating subsidiaries,

including the Tennessee operating subsidiaries, MCI, Inc provides international and domestic interstate, intrastate and local telecommunications services in each of the 50 states, the District of Columbia, Puerto Rico and the U.S. Virgin Islands MCI, Inc.'s telecommunications offerings are comprehensive in scale and scope and include virtually every type of voice and data service. Additional information about MCI, Inc. is available at www.mci.com.

MCI, Inc. is the parent company of various operating subsidiaries; it offers no services directly to the public and holds no certificates of public convenience and necessity issued by the Authority.¹ On October 31, 2003, MCI, Inc. (f/k/a WorldCom, Inc.) and 221 of its direct and indirect domestic subsidiaries emerged from Chapter 11 bankruptcy proceedings.² Throughout the bankruptcy reorganization proceedings, MCI, Inc. continued to operate its businesses, both in Tennessee and elsewhere, without interruption, maintained its state-of-the-art network, preserved service quality, and continued to expand the availability of innovative and competitive services

The Merger is part of MCI, Inc.'s continuing effort to streamline its corporate legal structure to achieve certain operating efficiencies, cost savings, and administrative benefits. The more efficient structure will also reduce duplication of effort and confusion in MCI, Inc.'s dealings with regulators, other government agencies, vendors, and customers

¹ A list of the certificates of public convenience and necessity currently held by MCI, Inc subsidiaries in the State of Tennessee is provided in Exhibit 1

² *In re WorldCom, Inc* , Case No 02-13533 (AJG) (S D N Y)

II. CONTACT INFORMATION

Correspondence concerning this Petition may be directed to

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And:

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III. DESCRIPTION OF PROPOSED MERGER

The Merger is an essential aspect of MCI's plan to streamline its corporate structure in a manner that will simplify administrative requirements for MCI, regulators and consumers. As

shown in Exhibits 2A and 2B, MCI, Inc., the ultimate parent of Intermedia, will retain ultimate control of the surviving subsidiary, MCImetro. The applicant, MCI, Inc., submits for the Authority's approval the Merger that is expected to close December 31, 2004, as described below.

MCI, Inc. currently has six subsidiaries certificated in Tennessee: (i) Intermedia; (ii) MCImetro; (iii) MCI WorldCom Communications, Inc.; (iv) MCI WorldCom Network Services, Inc.; (v) SouthernNet, Inc. d/b/a Telecom USA, and (vi) TTI National, Inc. Each of these subsidiaries holds a separate certificate of public convenience and necessity and files its own tariffs separate from the other subsidiaries. The Merger will result in Intermedia's assets being transferred to MCImetro. There are, however, no customers receiving services regulated by this Authority, hence the Merger will have no customer impact. In connection with the Merger, MCI requests that the Authority cancel the certificate(s) of public convenience and necessity held by Intermedia. Thus, as shown in Exhibit 2B, post-Merger Intermedia will no longer be providing telecommunications services in Tennessee. Once the Authority approves the Merger, MCI will make the necessary filing to cancel the Intermedia tariff.

IV. EFFECT OF THE MERGER

Intermedia has no retail intrastate voice customers. The retail local and long distance voice customers of Intermedia were migrated to other MCI (then WorldCom, Inc.)-affiliated services after Intermedia was purchased by WorldCom. Appropriate Authority approvals were obtained or notice provided for those transactions and prior notice was given the customers at that time. While the facilities, including local switches of Intermedia, will be merged into MCImetro, there is no customer impact.

The Merger will result in a streamlined and more efficient corporate structure that achieves cost savings and eliminates administrative duplication, including overlapping reports and regulatory filings.

V. THIS PETITION SHOULD BE CONSIDERED ON AN EXPEDITED BASIS

The public interest will be best served by the expeditious grant of this Petition. Competition will be increased by reinforcing MCI's status as a viable competitor. Importantly, streamlining the operations of MCI will increase its efficiencies and assist the Authority in increasing its administrative efficiencies by merging Intermedia into MCImetro. Given that there are no impacted customers, MCI respectfully requests that the Authority approve this Petition as expeditiously as possible in order to allow MCI to consummate the proposed transaction as soon as possible.

VI. CONCLUSION

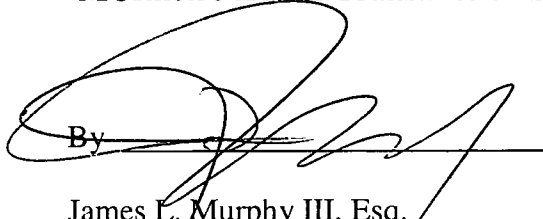
MCI respectfully submits that the public interest, convenience, and necessity would be furthered by a grant of this Petition. In light of the need to ensure an orderly streamlining of the corporate organization which will increase efficiencies for the Authority, MCI respectfully requests expedited treatment to permit MCI to consummate the proposed transaction described herein as soon as possible, and in any event, no later than December 31, 2004.

Further information regarding the Merger is available at the request of the Authority.

DATED: November __, 2004

Respectfully submitted,

**MCI, INC., on behalf of its subsidiaries
Intermedia Communications, Inc. and
MCImetro Access Transmission Services LLC**

By 

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VERIFICATION

I, Marsha A. Ward, state that I am National Director, State Regulatory of MCI, Inc., applicant in the foregoing Petition of MCI, Inc.; that I am authorized to make this Verification on behalf of MCI, Inc; and that the statements in the foregoing Petition are true of my own knowledge, except as to matters which are therein stated on information or belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct

Executed this 5th day of November, 2004, at Atlanta, Georgia.

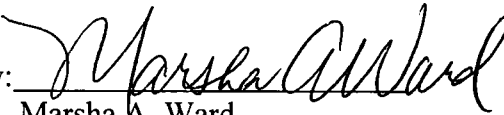
By: 
Marsha A. Ward

Exhibit 1

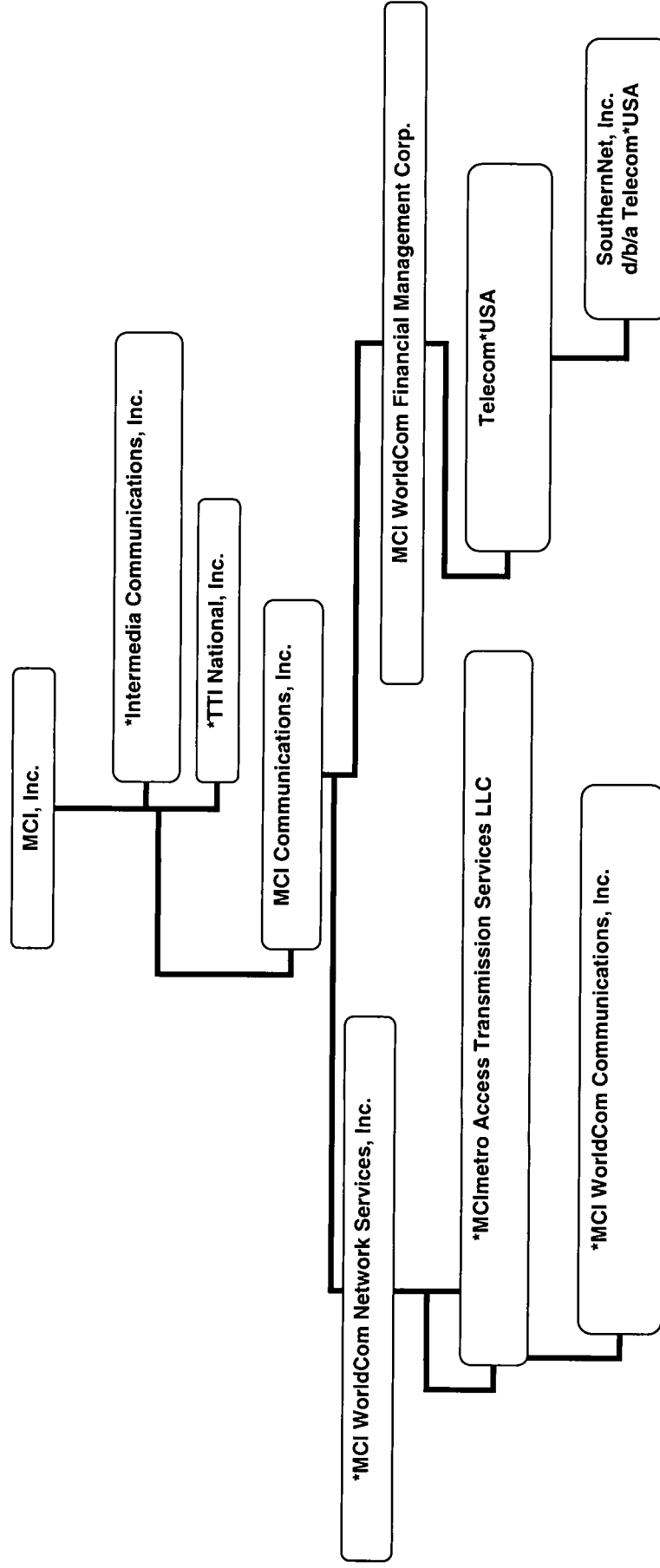
CERTIFICATES OF PUBLIC CONVENIENCE AND NECESSITY

Entity	Authority
Intermedia Communications, Inc.	IXC, OSP, CLEC
MCImetro Access Transmission Services LLC	IXC, CLEC
MCI WorldCom Communications, Inc	IXC
MCI WorldCom Network Service, Inc	IXC
SouthernNet, Inc. d/b/a Telecom USA	IXC
TTI National, Inc.	IXC

Exhibit 2A

ORGANIZATIONAL CHARTS

Tennessee Pre-Reorganization Structure

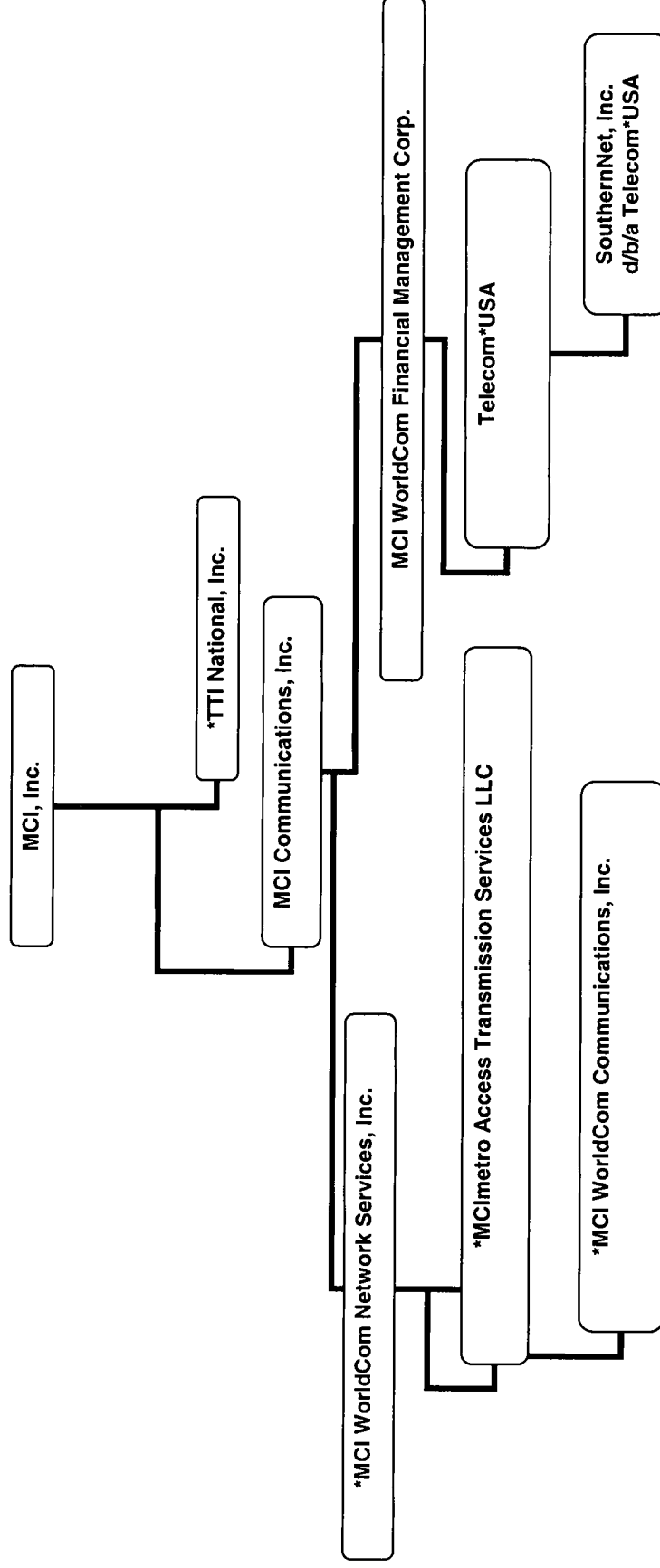


*Denotes entities regulated by Commission

Exhibit 2B

ORGANIZATIONAL CHARTS

Tennessee Post-Reorganization Structure



*Denotes entities regulated by Commission

**Intermedia Communications, Inc. merges into MCImetro Access Transmission Services LLC